
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 or 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February, 2015

Commission File Number: 001-14946

CEMEX, S.A.B. de C.V.
(Translation of Registrant's name into English)

Avenida Ricardo Margáin Zozaya #325, Colonia Valle del Campestre
Garza García, Nuevo León, México 66265
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Contents

1. Press release, dated February 26, 2015, announcing offering of senior secured notes by CEMEX, S.A.B. de C.V. (NYSE: CX).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, CEMEX, S.A.B. de C.V. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CEMEX, S.A.B. de C.V.

(Registrant)

Date: February 26, 2015

By: /s/ Rafael Garza

Name: Rafael Garza

Title: Chief Comptroller

EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

- | | |
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| 1. | Press release, dated February 26, 2015, announcing offering of senior secured notes by CEMEX, S.A.B. de C.V. (NYSE: CX). |
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CEMEX ANNOUNCES OFFERING OF SENIOR SECURED NOTES

MONTERREY, MEXICO, FEBRUARY 26, 2015 – CEMEX, S.A.B. de C.V. (“CEMEX”) (NYSE: CX) announced today its intention to offer senior secured notes in one or more series denominated in Euros (the “Euro Notes”), subject to market and other conditions. Contemporaneous with the offering of the Euro Notes, CEMEX also intends to offer senior secured notes in one or more series denominated in U.S. Dollars (the “U.S. Dollar Notes”), subject to market and other conditions.

CEMEX intends to use the net proceeds from the offerings of the Euro Notes and the U.S. Dollar Notes to fund the redemption and/or repurchase of (i) the Floating Rate Senior Secured Notes due 2015 (the “September 2015 Floating Rate U.S. Dollar Notes”), issued by CEMEX, (ii) the 9.000% Senior Secured Notes due 2018 (the “January 2018 U.S. Dollar Notes”), issued by CEMEX, and/or (iii) the 9.250% Senior Secured Notes due 2020 (the “May 2020 U.S. Dollar Notes”), issued by CEMEX España, S.A., acting through its Luxembourg Branch, and the remainder, if any, for general corporate purposes, including the repayment of indebtedness under CEMEX’s Credit Agreement, dated as of September 29, 2014 (the “Credit Agreement”), CEMEX’s Facilities Agreement, dated as of September 17, 2012, as amended (the “Facilities Agreement”), and/or other indebtedness, all in accordance with the Credit Agreement and the Facilities Agreement.

The September 2015 Floating Rate U.S. Dollar Notes are redeemable beginning on June 30, 2015 at a redemption price of 100% of the principal amount thereof, plus accrued and unpaid interest through the redemption date; the January 2018 U.S. Dollar Notes became redeemable on January 11, 2015 and may be redeemed at a redemption price of 104.50% of the principal amount thereof, plus accrued and unpaid interest through the redemption date; and the May 2020 U.S. Dollar Notes are redeemable beginning on May 12, 2015 at a redemption price of 104.625% of the principal amount thereof, plus accrued and unpaid interest through the redemption date. Pending application of the proceeds from the offerings to redeem and/or repurchase the September 2015 Floating Rate U.S. Dollar Notes and/or the January 2018 U.S. Dollar Notes, CEMEX may use such proceeds to temporarily reduce the revolving tranche of the Credit Agreement.

The Euro Notes and the U.S. Dollar Notes would share in the collateral pledged for the benefit of the lenders under the Credit Agreement, the Facilities Agreement and other secured obligations having the benefit of such collateral, and would be guaranteed by CEMEX México, S.A. de C.V., CEMEX Concretos, S.A. de C.V., Empresas Tolteca de México, S.A. de C.V., New Sunward Holding B.V., CEMEX España, S.A., Cemex Asia B.V., CEMEX Corp., CEMEX Finance LLC, Cemex Egyptian Investments B.V., Cemex Egyptian Investments II B.V., CEMEX France Gestion (S.A.S.), Cemex Research Group AG, Cemex Shipping B.V. and CEMEX UK.

This release is neither an offer to purchase nor a solicitation of an offer to sell or buy any securities of CEMEX in any transaction.

The Euro Notes, the U.S. Dollar Notes and the guarantees thereof have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and they may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. The Euro Notes and the U.S. Dollar Notes will be offered only to qualified institutional buyers pursuant to Rule 144A and outside the United States pursuant to Regulation S, both as promulgated under the Securities Act.

THE EURO NOTES AND THE U.S. DOLLAR NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE NATIONAL SECURITIES REGISTRY (REGISTRO NACIONAL DE VALORES) MAINTAINED BY THE MEXICAN NATIONAL BANKING AND SECURITIES COMMISSION (COMISIÓN NACIONAL BANCARIA Y DE VALORES, OR CNBV), AND MAY NOT BE OFFERED OR SOLD PUBLICLY IN MEXICO, EXCEPT THAT THE EURO NOTES AND THE U.S. DOLLAR NOTES MAY BE OFFERED AND SOLD IN MEXICO, PURSUANT TO THE PRIVATE PLACEMENT EXEMPTION SET FORTH IN ARTICLE 8 OF THE MEXICAN SECURITIES MARKET LAW (LEY DEL MERCADO DE VALORES), TO INSTITUTIONAL AND QUALIFIED INVESTORS. UPON THE ISSUANCE OF THE EURO NOTES AND THE U.S. DOLLAR NOTES, WE WILL NOTIFY THE CNBV OF THE ISSUANCE OF THE EURO NOTES AND THE U.S. DOLLAR NOTES, INCLUDING THE PRINCIPAL CHARACTERISTICS OF THE EURO NOTES AND THE U.S. DOLLAR NOTES AND THE OFFERING OF THE EURO NOTES AND THE U.S. DOLLAR NOTES OUTSIDE MEXICO. SUCH NOTICE WILL BE DELIVERED TO THE CNBV TO COMPLY WITH A LEGAL REQUIREMENT AND FOR INFORMATION PURPOSES ONLY, AND THE DELIVERY TO AND THE RECEIPT BY THE CNBV OF SUCH NOTICE, DOES NOT CONSTITUTE OR IMPLY ANY CERTIFICATION AS TO THE INVESTMENT QUALITY OF THE EURO NOTES AND THE U.S. DOLLAR NOTES OR OF CEMEX'S SOLVENCY, LIQUIDITY OR CREDIT QUALITY OR THE ACCURACY OR COMPLETENESS OF THE INFORMATION SET FORTH IN THE DOCUMENTS USED FOR THE OFFERING. THE INFORMATION CONTAINED IN THE DOCUMENTS USED FOR THE OFFERING OF THE EURO NOTES AND THE U.S. DOLLAR NOTES IS THE EXCLUSIVE RESPONSIBILITY OF CEMEX AND HAS NOT BEEN REVIEWED OR AUTHORIZED BY THE CNBV.

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This press release contains forward-looking statements and information that are necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. CEMEX assumes no obligation to update or correct the information contained in this press release.